

Schuyler G. Carroll
PERKINS COIE LLP
30 Rockefeller Center, 22nd Floor
New York, NY 10112-0085
Telephone: 212.262.6900
Facsimile: 212.977.1649
SCarroll@perkinscoie.com

Attorneys for David Schellhardt and Robert Baker

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

----- X
IN RE: : Case No. 8-13-72251 (DTE)

OAK ROCK FINANCIAL, LLC, :
Debtor : Case No.: Chapter 11¹
: :
: :
----- X

**DAVID SCHELLHARDT AND ROBERT BAKER JOINDER IN FURTHER
SUPPORT OF JOINT OPPOSITION OF MILL CAPITAL LLC, ET AL.**

David Schellhardt (“Schellhardt”) and Robert Baker (“Baker,” and together with Schellhardt, the “Participants”), by and through their attorneys, Perkins Coie LLP, hereby join in the Joint Opposition of North Mill Capital LLC, ZFI Endowment Partners, L.P. and Medallion Financial Corp. and Certain of its Affiliated Entities to Debtor’s Motion for Entry of an Order, Pursuant to 11 U.S.C. §§ 105 and 363, Approving (A) Agreement of Sale Between the Debtor and Basepoint Merchant Lending Trust Series SPL-I, (B) Bid and Sale Procedures, (C) Manner and Form of Notice, and (D) Auction Date in Connection with Sale of Certain Property of the Debtor (Dkt. #186, the “North Mill Objection”), and respectfully state as follows:

1. On or about March 4, 2013, Baker and the Debtor entered into a participation agreement (the “Baker Agreement”) relating to the Merchants Advance Loan (as defined in the

¹ Converted from Chapter 7 on May 6, 2013.

North Mill Objection). Under the Baker Agreement, Debtor granted Baker a participation interest in the Merchants Advance Loan of \$480,000. A copy of the Baker Agreement is attached hereto as Exhibit A.

2. On or about March 13, 2013, Schellhardt and the Debtor entered into a participation agreement (the "Schellhardt Agreement") relating to the Merchants Advance Loan. Under the Schellhardt Agreement, Debtor granted Schellhardt a participation interest in the Merchants Advance Loan of \$1 million. A copy of the Schellhardt Agreement as attached hereto as Exhibit B.

3. The Participants hold interests in the Merchants Advance Loan that are similar to those held by other entities which have appeared in this case seeking, among other things, a declaration that the Participants' interests in the Merchants Advance Loan are not property of the bankruptcy estate and as such, payments made on the Merchants Advance Loan should be paid directly to the Participants.

4. The Participants share the concerns articulated in the North Mill Objection and accordingly join therein.

Dated: New York, New York
June 10, 2013

Respectfully submitted,
PERKINS COIE LLP

By:/s/ Schuyler G. Carroll
Schuyler G. Carroll
30 Rockefeller Center, 22nd Floor
New York, NY 10112-0085
Tel: 212.262.6900
Fax: 212.977.1649

Attorneys for
David Schellhardt and Robert Baker